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Division of Corporations

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Account Number : 075350000065
Phone : (954) 525-7500
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FLORIDA LIMITED LIABILITY CO.
Bay Area Charter Foundation, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
BAY AREA CHARTER FOUNDATION, LLC**

FILED
11 APR 21 AM 11:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as organizer and on behalf of a limited liability company under the laws of the State of Florida, does hereby subscribe to and file these Articles of Organization.

**ARTICLE I
NAME**

Section 1.1. The name of this limited liability company is:

BAY AREA CHARTER FOUNDATION, LLC

**ARTICLE II
ADDRESS**

Section 2.1. The mailing address and street address of the principal office of the Company is:

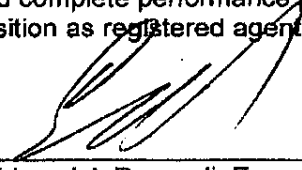
6245 N. Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED
AGENT'S SIGNATURE**

Section 3.1. The name and the Florida street address of the registered agent is:

Edward J. Pozzuoli, Esq.
Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Fort Lauderdale, FL 33301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Edward J. Pozzuoli, Esq.
Registered Agent

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ARTICLE IV PURPOSE

Section 4.1. The purposes for which the Company is organized is to assist with the establishment, development and administration of charter schools, and to make grants to further elementary, middle and high school educational programs and facilities and other capital needs for such schools providing elementary, middle and high school educational programs through charter schools, and other charitable activities and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Section 4.2. The Company shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Company is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Company shall exercise only such powers as are in furtherance of the exempt purposes of its member or organizations as set forth in Section 501(c)(3) of the Code as the same now exist or as it may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, any Manager or Officer of the Company or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes); and no Manager or Officer of the Company, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

Section 4.4. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Company shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Company shall not distribute any of its assets to any Member who ceases to be an organization exempt from taxation under Section 501(c)(3) of the Code.

Section 4.7. The Company shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Company shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Company shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

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Section 4.10. The Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.11. The Company, interests in the Company (other than membership interest), or the assets of the Company may only be availed of or transferred to (whether directly or indirectly) any nonmember other than an organization exempt from taxation under Section 501(c)(3) of the Code in exchange for fair market value.

Section 4.12. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.13. Upon the dissolution of the Company, the Board of Managers shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Managers shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V MEMBERS

Section 5.1. This Company shall have a membership consisting solely of organizations exempt from taxation under Section 501(c)(3) of the Code .

Section 5.2. The direct or indirect transfer of any membership interest in the Company to a transferee other than an organization exempt from taxation under Section 501(c)(3) of the Code is expressly prohibited.

Section 5.3. In the event one or more Members ceases to be an organization exempt from taxation under Section 501(c)(3) of the Code, such Member's interest in the Company shall be forfeited and its rights in the Company shall be fully terminated within ninety (90) days from the date such Member's exemption is revoked.

Section 5.4. The Members of the Company will expeditiously and vigorously enforce all of their rights in the Company and will pursue all legal and equitable remedies to protect their interests in the Company.

ARTICLE VI MANAGEMENT

Section 6.1. The affairs of the Company shall be governed by a managing member (hereinafter referred to as the "Managing Member").

Section 6.2. The initial Managing Member shall be :

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Title

Name and Address

MGRM

The Florida Charter Educational
Foundation, Inc.
6245 N. Federal Highway, 5th Floor
Fort Lauderdale, FL 33308

**ARTICLE VII
AMENDMENTS**

Section 7.1. These Articles of Organization may be amended in the manner and with the vote provided by law and Section 501(c)(3) of the Code.

Section 7.2. The Company shall not merge with, or convert into, a for-profit entity.

**ARTICLE VIII
OPERATING AGREEMENT AND BYLAWS**

Section 8.1. The Members of this Company shall adopt an Operating Agreement and Bylaws for the government of this Company which shall be subordinate only to the Articles of Organization and the laws of the United States and the State of Florida. The Operating Agreement and Bylaws may be amended from time to time by the Members in the manner and with the vote provided by law and Section 501(c)(3) of the Code.

Section 8.2. The Operating Agreement may be amended in the manner and with the vote provided by law and Section 501(c)(3) of the Code.

Section 8.3. All of the Company's organizing documents, including these Articles of Organization, the Operating Agreement and the Bylaws shall be consistent with the laws of the State of Florida, and are enforceable at law and in equity.

REQUIRED SIGNATURE:



Name: Edward J. Pozzuoli, Esq.
Authorized Representative of the Members

(In accordance with Section 608.408(3),
Florida Statutes, the execution of this
document constitutes an affirmation under
penalties of perjury that the facts stated
herein are true.)

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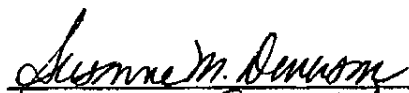
CONSENT TO USE OF NAME

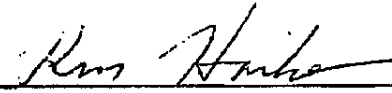
I, Ken Haiko, as Director and President of Bay Area Charter Foundation, Inc., a Florida corporation not-for-profit, consent to allow the name Bay Area Charter Foundation to be used by BAY AREA CHARTER FOUNDATION, LLC, a Florida limited liability company, for use as a domestic limited liability company in Florida.

Dated: April 20, 2011

**BAY AREA CHARTER FOUNDATION,
INC.,** a Florida corporation not-for-profit

In the presence of:


Printed Name: Suzanne M. Benson

By: 
Name: Ken Haiko
Title: Director and President

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